


# EXHIBIT B- 3

UNITED STATES BANKRUPTCY COURT				VOLUNTARY PETITION	
District of Nevada					
Name of Debtor (if individual, enter Last, First, Middle): <b>TelexFree Financial, Inc</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>46-4387555</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>2321 NW 37th Ave. Coconut Creek, FL</b>			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP CODE <b>33063</b>			ZIP CODE		
County of Residence or of the Principal Place of Business: <b>Florida</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
ZIP CODE					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> TelexFree Financial, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
<b>Name of Debtor:</b> See Attached Schedule I	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b>	<b>Relationship:</b>	<b>Judge:</b>	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1) (12/13)

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	<b>Name of Debtor(s):</b> TelexFree Financial, Inc.
<b>Signatures</b>	
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (if not represented by attorney)  _____ Date	<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ (Signature of Foreign Representative)  _____ (Printed Name of Foreign Representative)  _____ Date
X _____ Signature of Attorney for Debtor(s)  Printed Name of Attorney for Debtor(s) Gordon Silver Firm Name 3960 Howard Hughes Pkwy, Ninth Floor Las Vegas, NV 89169 Address 702-796-5555 Telephone Number  _____ Date  *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.  _____ Printed Name and title, if any, of Bankruptcy Petition Preparer  _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ Address  X _____ Signature  _____ Date  Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.  Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Authorized Individual Stuart A. MacMillan Printed Name of Authorized Individual Interim CEO Title of Authorized Individual April 13, 2014 Date	

### **SCHEDULE 1**

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the "Debtors"), that filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Nevada, contemporaneously with the filing of this petition. The Debtors filed a motion requesting joint administration.

1. TelexFree, Inc.
2. TelexFree, LLC.
3. TelexFree Financial, Inc.



**MINUTES OF A SPECIAL MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
TELEXFREE FINANCIAL, INC  
(a Florida corporation)**

April 13, 2014

On April 13, 2014 at 8:11 pm a special meeting of the Board of Directors (the "Board") of TelexFree Financial, Inc (the "Corporation") was held telephonically. All of the parties present were able to be heard. James Merrill and Carlos Wanzeler, being all the directors of the Corporation, were present. Also present were: (1) from Greenberg Traurig LLP Nancy Mitchell, Jody Davis, Maria DiConza, Jonathan Bell, Matt Hinker, Avi Fox, Zack Polidoro, and Michael Cohen; (2) from Gordon Silver Greg Garman and Teresa Pilatowicz; (3) from Alvarez & Marsal Lawrence Hirsh, Bill Runge, Tim Meighan, and Aileen Daversa; (4) from Joe H. Craft, CPA Joe H. Craft; and (5) from Impact This Day, Inc. Stuart A. MacMillan.

The meeting was called to order by James Merrill, President and a director, and on the agenda was the approval of the filing of a voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code").

The Board unanimously waived any notice requirements for a meeting.

The Board considered the Corporation's liabilities, the strategic alternatives available to it, and the impact of each of the foregoing on the Corporation's businesses.

The Board had the opportunity to consult with the management and the advisors of the Corporation about the strategic alternatives available to the Corporation.

Thereupon, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

RESOLVED, that in the judgment of the Board of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief, along with certain affiliated entities, under the provisions of Chapter 11 of the Bankruptcy Code ("Chapter 11") in the United States Bankruptcy Court for the District of Nevada; and

RESOLVED, that Stuart A. MacMillan and Joe H. Craft (collectively, the "Authorized Persons"), acting alone or together be, and they hereby are, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the Chapter 11 proceeding, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefor and to obtain any debtor in possession financing, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Greenberg Traurig, LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Greenberg Traurig, LLP; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Gordon Silver, as special Nevada bankruptcy counsel to represent and assist the Corporation in carrying

out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Gordon Silver; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the restructuring firm of Alvarez & Marsal, as its restructuring financial consultant to assist the Corporation in managing its chapter 11 case and restructuring its operations under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the accounting firm of Joe H. Craft, CPA to provide Joe H. Craft to serve as Chief Financial Officer of the Corporation while the Chapter 11 case is pending and to assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of the accounting firm of Joe H. Craft, CPA; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the consulting firm of Impact This Day, Inc. to provide Stuart A. MacMillan to serve as Interim Chief Executive Officer of the Corporation while the Chapter 11 case is pending and to assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Impact This Day, Inc.; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ an escrow agent acceptable to the Corporation's Interim Chief Executive Officer (the "Escrow Agent"), if appropriate, to hold certain of the Corporation's cash during the pendency of the chapter 11 cases and to execute any documents or instruments which in their judgment are necessary or appropriate to effect and manage the escrow arrangement; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ Kurtzman Carson Consultants LLC as claims agent to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ J. Frank Associates, LLC d/b/a Joele Frank, Wilkinson Brimmer Katcher ("Joele Frank") as public and investor relations representative to represent and assist the Corporation in its public relations activities, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Joele Frank; and

RESOLVED, that the payment of retainer fees to the aforementioned professional service providers prior to the date of this meeting is hereby ratified, approved and confirmed; and

RESOLVED, that the execution by the Authorized Persons of engagement letters between the Corporation and the foregoing professional service providers, in substantially the form circulated at this meeting, is hereby ratified, approved and confirmed; and the Authorized Persons shall execute and deliver such documents on behalf of the Corporation, with such additions, deletions, or changes therein as the Authorized Persons deem necessary, desirable, convenient or appropriate and consistent with the best interests of the Corporation; and

RESOLVED, that the Corporation's Board of Directors is hereby increased to three persons; and

RESOLVED, that Stuart A. MacMillan be, and he hereby is, elected to serve as an independent Director of the Corporation, to serve until his successor is duly elected and qualified; and

RESOLVED, that Joe H. Craft be, and he hereby is, elected to serve as Chief Financial Officer of the Corporation, to serve until his successor is duly elected and qualified; and

RESOLVED, that Stuart A. MacMillan be, and he hereby is, elected to serve as Interim Chief Executive Officer of the Corporation, to serve until his successor is duly elected and qualified; and

RESOLVED, that all prior authorizations regarding signature authority over accounts of the Corporation with banks and other depository institutions, brokerage firms, securities firms or other entities holding funds belonging to the Company (each a "Depository" and collectively the "Depositories") are hereby revoked; and

RESOLVED, that each of the Chief Executive Officer and Chief Financial Officer, including persons holding such positions on an interim basis, acting singly, shall be, and each of them hereby is, authorized acting for and on behalf of the Corporation:

(a) to sign checks, withdrawals and payments from the funds of the Corporation on deposit with the Depositories to the extent that he or she may deem necessary or advisable in the best interests of the Corporation;

(b) to open, keep and close accounts and safe deposit boxes with any Depository to the extent that he or she may deem necessary or desirable in the best interests of the Corporation;

(c) to cause to be deposited in accounts with any Depository from time to time such funds of the Corporation to the extent that he or she may deem necessary or desirable in the best interests of the Corporation;

(d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any such account;

(e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as he or she may deem necessary or advisable; and

(f) to take possession of, and deposit with the appropriate Depository, all cash, cashier's checks, and other similar instruments of the Corporation; and

RESOLVED, that, if any Depository shall require that the Board of the Corporation adopt a prescribed form of resolution or resolutions relating to the foregoing actions, such resolution or resolutions is hereby adopted by the Board of Directors, and the Secretary or any Assistant Secretary of the Corporation is authorized to certify the adoption of any such resolution as though it were presented to the Board of Directors at the time of adopting this resolution, and to insert all such resolutions in the minute book of the Corporation immediately following this resolution; and

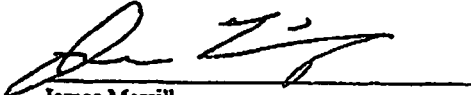
RESOLVED, that any and all actions previously or hereafter taken or to be taken by the Authorized



Persons of the Corporation, or any of them, with respect to and in contemplation of, the actions authorized by any of the foregoing resolutions, are hereby authorized, approved, ratified and confirmed, and that any and all documents, instruments and agreements executed by any of the Authorized Persons in connection therewith be, and they hereby are, ratified, approved and confirmed.

The meeting was adjourned at approximately 8:31 pm. EST.

IN WITNESS WHEREOF, the undersigned duly appointed Secretary of TelexFree Financial, Inc. (the "Corporation") does hereby certify that the aforesaid minutes and the resolutions contained therein are the true and correct minutes and resolutions duly adopted by the Board of Directors of Corporation at a special meeting thereof duly noticed and called, and that a signed copy of the aforesaid minutes has been filed in the minute book of Corporation.

A handwritten signature in black ink, appearing to read 'James Merrill', is written over a horizontal line.

James Merrill  
Secretary to the Corporation

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:

TelexFree Financial, Inc.

Debtor.

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

(Joint Administration Requested)

Following is the consolidated list of the above-captioned Debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest claims. The information contained herein shall not constitute an admission of liability by, nor shall it be binding on, the Debtor. The information contained herein, including the failure of the Debtor to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority or amount of any claim.

	Name of Creditor <sup>1</sup>	Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1.	Jozelia Sangali	Boston, MA US Email: jozelia_miriam@hotmail.com Telephone: 2756789045	Trade Debt	Contingent, Disputed	1,346,731.13
2.	Leonardo Francisco	30 D Mount Ave 30 D I Marlborough, MA US Email: leocaul@hotmail.com Telephone: 9783109244	Trade Debt	Contingent, Disputed	903,813.63
3.	DL1 INC	97 Bellevue Avenue Melrose, MA US Email: davidbeebea@gmail.com Telephone: 8573122571	Trade Debt	Contingent, Disputed	740,910.88
4.	Renato Alves	rua nove 252 jardim bela vista serra, Es BR Email: renato.alves.88@hotmail.com Telephone: 2798230867	Trade Debt	Contingent, Disputed	737,264.68
5.	Benjamin Argueta	14 Illinois Ave Somerville, MA Email: benjamin_gauchao@yahoo.com Telephone: 8572598240	Trade Debt	Contingent, Disputed	673,543.49
6.	Marco Almeida	rua sostenis miranda 81 centro itabuna, MO UY Email: marcobrum53@hotmail.com Telephone: 9545881667	Trade Debt	Contingent, Disputed	553,579.35
7.	JMC INC	3611nw 19th St Coconut Creek, FL US Email: marcosclubflorida@gmail.com Telephone: 9548182549	Trade Debt	Contingent, Disputed	500,308.92
8.	Edwin Herman Maina Lima	Calle Tarope Cobija, Pa BO Email: aldemar.neto@ac.gov.br	Trade Debt	Contingent, Disputed	496,201.74
9.	David Martinez	caserio el tunal 112 El Rosario, PA SV Email: dmj500@charter.net Telephone: 7743123480	Trade Debt	Contingent, Disputed	493,707.88
10.	Paola Zollo Alecci	Rua da Calçada N12 12 Canico Canico, PT Email: paolazollo3@gmail.com	Trade Debt	Contingent, Disputed	456,342.69

<sup>1</sup> This list does not include lessees for which the Debtors are required to hold a security or credit deposit under the terms of the applicable lease. The Debtors reserve all rights with respect to these deposits.

	Name of Creditor <sup>1</sup>	Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
		Telephone: 351963000000			
11.	Robert Bourguignon	3611 NW 19 <sup>th</sup> Street Coconut Creek, FL 33066 Email: 9548182549 Telephone: flavioarraz@gmail.com	Trade Debt	Contingent, Disputed	439,901.03
12.	Carla Peres	R Machado de Assis 820 Jd Santa Inacia PORTO ALEGRE, 17 PT Email: carlagperes@outlook.com Telephone: 351912000000	Trade Debt	Contingent, Disputed	438,318.66
13.	Pedro Taveras	Calle 5 Este No. 6 Email: ptc59@hotmail.com Telephone: 8095568719	Trade Debt	Contingent, Disputed	438,318.66
14.	Nathana Santos Reis	Rua Vinicius Torres Email: nathanasreis@gmail.com	Trade Debt	Contingent, Disputed	402,462.43
15.	Jose Anominondas Jr	rua barao de lucena 62 pitimbu natal, MO UY Email: wjempreendimentos@icloud.com Telephone: 8488288206	Trade Debt	Contingent, Disputed	388,771.09
16.	Vagner Roza	RUA TEREZA DE JESUS S/N CENTRO IPIRANGA, PR BR Email: vagnerflamengo2009@hotmail.com Telephone: 4299168155	Trade Debt	Contingent, Disputed	386,447.83
17.	Norberto Rey	1003 E 31s Ave 1003 1003 E 31st ave Tampa, FL US Email: reytrucking@yahoo.com Telephone: 8133574453	Trade Debt	Contingent, Disputed	374,237.06
18.	Jacqueline Zieff	42 Arlington Rd Brookline, Ma US Email: july3jane@aol.com Telephone: 6178039988	Trade Debt	Contingent, Disputed	367,109.37
19.	Jose Carlos Maciel	18 Hayes St. Apt.2 Framingham, MA US Email: jemkgb@hotmail.com Telephone: 5088169680	Trade Debt	Contingent, Disputed	364,086.43
20.	Michael Calazans	3611 NW 19 <sup>th</sup> Street Coconut Creek, FL 33066 Telephone: 9548182549	Trade Debt	Contingent, Disputed	350,420.82
21.	Bruno Graziani	80 Lilac Circ 80 centro Marlboro, MA US Email: graziani8926@gmail.com Telephone: 9783891408	Trade Debt	Contingent, Disputed	344,505.92
22.	Renato Ribeiro	14 Washington St	Trade Debt	Contingent,	340,479.07



	Name of Creditor	Name, Complete Mailing Address (Including Zip Code) and Telephone Number of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
		Medford, MA US Email: renatousa05@gmail.com Telephone: 781-960-3914		Disputed	
23.	Marcelino Salazar Bacilio	av san borja norte 1325 san borja lima, lim PE Email: marcelino.sb@outlook.com Telephone: 5114362762	Trade Debt	Contingent, Disputed	337,291.89
24.	Edison Oswaldo Jurado Aleman	AV. CARLOS FREIRE LT 248 PB PASAJE A LT 24 LA LIBERTAD DE CHILLOGALLO Quito, Pi EC Email: oswaldojuradoaleman@gmail.com Telephone: 593996000000	Trade Debt	Contingent, Disputed	312,890.45
25.	Roman Mishuk	Kosachiv 3 24 Kovel, Vo UA Email: mishuknew@gmail.com Telephone: 380507000000	Trade Debt	Contingent, Disputed	310,913.19
26.	Rosa Marina Cabral Souto	Caminho Lombo de SIÃO Tiago 19-A Canhas Ponta do Sol, Ma PT Email: telexfree.r@hotmail.com Telephone: 351292000000	Trade Debt	Contingent, Disputed	303,026.59
27.	Du painting DbA	1 main St 555 Hyannis, MA US Email: edpnegocios@hotmail.com Telephone: 16175016788	Trade Debt	Contingent, Disputed	302,831.12
28.	Graca Luisa andrade	rua velha ajuda bl-G Funchal, Ma PT Email: projectosfx@gmail.com Telephone: 351962000000	Trade Debt	Contingent, Disputed	298,988.46
29.	Paulo Francisco da Silva	rua alindo robelito 2725 setor 23 Vilhena, MA US Email: avpaulo_207@hotmail.com Telephone: 6175951543	Trade Debt	Contingent, Disputed	295,946.29
30.	Leone da Silva santos	Av. Rubens Carvalho Av. 100 Feira de Santana, BA US Email: araujommn@gmail.com Telephone: 7536972394	Trade Debt	Contingent, Disputed	295,946.29

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:

TelexFree Financial, Inc.

Debtor.

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CERTIFICATION CONCERNING CONSOLIDATED LIST OF  
CREDITORS HOLDING THIRTY (30) LARGEST UNSECURED CLAIMS**

The above-captioned debtor and debtor-in-possession (the "Debtor") hereby certifies under penalty of perjury that the consolidated *List of Creditors Holding the Thirty (30) Largest Unsecured Claims* (the "*Top 30 List*"), submitted herewith, is complete, and to the best of the Debtor's knowledge, correct and consistent with Debtor's books and records.

The information contained herein is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the consolidated Top 30 List have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of April, 2014.

Signature: \_\_\_\_\_

By: Stuart A. MacMillan

Title: Interim CEO

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:

TelexFree Financial, Inc.,

Debtor.

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS**

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>% Equity Interest</u></b>
TelexFree, LLC	4705 S Durando DR # 100 - J51 Las Vegas, NV	100%

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:

TelexFree Financial, Inc.,

Debtor.

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CERTIFICATION CONCERNING EQUITY SECURITY HOLDERS**

The above-captioned case debtor and debtor-in-possession (the “Debtor”) hereby certifies under penalty of perjury that the list submitted herewith, pursuant to Local Rule 1007-1(a) of the Bankruptcy Court for the District of Nevada, containing the *List of Security Equity Holders* of the Debtor for the common stock only, is complete and to the best of the Debtor’s knowledge correct and consistent with Debtor’s books and records.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of April, 2014.

Signature: /s/ Stuart A. MacMillan

By: Stuart A. MacMillan

Title: Interim CEO

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:

TelexFree Financial, Inc.,

Debtor.

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

(Joint Administration Requested)

**CERTIFICATION CONCERNING LIST OF ALL CREDITORS**

The above-captioned debtor and debtor-in-possession (the “Debtor”) hereby certifies under penalty of perjury that the *List of All Creditors*, submitted herewith, pursuant to Local Rule 1007-1(a) of the Local rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Nevada, formatted in portable document format, containing the consolidated list of creditors of the Debtors, is complete and to the best of the Debtor’s knowledge, correct and consistent with Debtor’s books and records.

The information contained herein is based upon a review of the Debtor’s books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *List of All Creditors* have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of April, 2014.

Signature: /s/ Stuart A. MacMillan

By: Stuart A. MacMillan

Title: Interim CEO



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Carson City, NV 89713

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Centralized Insolvency Operation  
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